

Exhibit 2

(Official Form 1) (9/01)

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|---|--------------------------|---|--------------------------|-----------------------------|------------------------------|-------------------------------|-------------------------------------|-------------------------------|-------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|-------------------------------------|
| FORM B1 United States Bankruptcy Court District of Delaware | | Voluntary Petition | | | | | | | | | | | | | | | | |
| Name of Debtor (if individual, enter Last, First, Middle): Fleming Companies, Inc. | | Name of Joint Debtor (Spouse) (Last, First, Middle): N/A | | | | | | | | | | | | | | | | |
| All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Big W of Florida, Inc., Heartland Supermarkets, Inc. | | All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): N/A | | | | | | | | | | | | | | | | |
| Soc. Sec./Tax I.D. No. (if more than one, state all): 48-0222760 | | Soc. Sec./Tax I.D. No (if more than one, state all): N/A | | | | | | | | | | | | | | | | |
| Street Address of Debtor (No & Street, City, State & Zip Code): 1945 Lakepointe Drive Lewisville, Texas 75057-6424 | | Street Address of Joint Debtor (No & Street, City, State & Zip Code): N/A | | | | | | | | | | | | | | | | |
| County of Residence or of the Principal Place of Business: Denton County, Texas | | County of Residence or of the Principal Place of Business: N/A | | | | | | | | | | | | | | | | |
| Mailing Address of Debtor (if different from street address): | | Mailing Address of Joint Debtor (if different from street address): N/A | | | | | | | | | | | | | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): Lewisville, Texas | | | | | | | | | | | | | | | | | | |
| Information Regarding the Debtor (Check the Applicable Boxes) | | | | | | | | | | | | | | | | | | |
| Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | | | | | | | | | | | | | | | | |
| Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockholder <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ | | Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding | | | | | | | | | | | | | | | | |
| Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business | | Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3. | | | | | | | | | | | | | | | | |
| Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional) | | | | | | | | | | | | | | | | | | |
| Statistical/Administrative Information (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | THIS SPACE IS FOR COURT USE ONLY | | | | | | | | | | | | | | | | |
| Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> | | | | | | | | | | | | | | | | | | |
| Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table> | | | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | More than \$100 million | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | More than \$100 million | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | |
| Estimated Debts <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table> | | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | More than \$100 million | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | More than \$100 million | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | |

(Official Form 1) (9/01)

FORM B1, Page 2

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Flaming Companies, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: N/A

Case Number:

N/A

Date Filed:

N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Rider A

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.]

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☒ Yes, and Exhibit C is attached and made a part of this petition.
☐ No.**Signature of Attorney**James H.M. Sprayregen, P.C.
Richard L. WynnePrinted Name of Attorney for Debtor(s)
KIRKLAND & ELLISFirm Name
777 South Figueroa StreetAddress
Los Angeles, CA 90017

(213) 680-8400

Telephone Number

Date: March 31, 2003

Signature of AttorneyLaura Davis Jones (DE Bar No. 2436)
Printed Name of Attorney for Debtor(s)**PACHULSKI, STANG, ZIEHL,
YOUNG, JONES & WEINTRAUB PC**Firm Name
919 N. Market Street, Suite 1600Address
Wilmington, DE 19801

(302) 652-4100

Telephone Number

Date: March 31, 2003

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☒ Peter S. Willmott, as the CEO

Signature of Authorized Individual

Peter S. Willmott

Printed Name of Authorized Individual

Interim Chief Executive Officer and President

Title of Authorized Individual

March 31, 2003

Date

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

☒

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Exhibit A to Voluntary Petition

1. **SEC File Numbers:** The SEC file number of the Debtor's securities registered under Section 12 of the Securities Exchange Act of 1934 is as follows:

| <i>Debtor</i> | <i>SEC File Number</i> |
|-------------------------|------------------------|
| Fleming Companies, Inc. | 1-8140 |

2. **Financial Data*:** The following financial data (unaudited) is the latest available information and reflects the Debtor's financial condition, with its affiliated debtors and non-debtors as of October 5, 2002:

- a. Total Assets (Book Value): \$4,220,500,000
- b. Total Debts: \$3,547,900,000
- c. Debt securities held by more than 500 holders. Information is as of December 31, 2002, unless otherwise noted.

| <u>Issuance</u> | <u>Issue Amount</u> | <u>Maturity</u> | <u>Secured/ Unsecured</u> |
|---|---------------------|-----------------|-------------------------------|
| 10 1/8 % Senior Notes | \$355 million | 2008 | Unsecured |
| 9 1/4 % Senior Notes | \$200 million | 2010 | Unsecured |
| 10 5/8 % Senior Subordinated Notes | \$400 million | 2007 | Unsecured |
| 5 1/4 % Convertible Senior Subordinated Notes | \$150 million | 2009 | Unsecured |
| 9 7/8 % Senior Subordinated Notes | \$260 million | 2012 | Unsecured |

* The following financial data shall not constitute an admission of liability by the Debtor. The Debtor reserves all rights to assert that any debt or claim listed herein as liquidated or fixed is in fact a disputed claim or debt. The Debtor reserves all rights to challenge the priority, nature, amount or status of any claim or debt.

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____ ()

| | | Approximate number Of Holders |
|----|----------------------------------|----------------------------------|
| d. | Number of preferred stock | 0 |
| e. | Number of shares of common stock | 14,000,000 |

Comments, if any: The assets and liabilities reflect the assets and liabilities of Fleming Companies, Inc. and its subsidiaries on a consolidated basis.

3. Brief description of Debtor's business: The Debtor, and its subsidiaries constitute the industry leader in the wholesale distribution of consumable goods. Their operations have both a distribution segment, through which the debtors distribute products to consumers that operate supermarkets, convenience stores, supercenters, discount stores, and drug stores, among other. The business of the Debtor and its subsidiaries also include a retail segment, which operate more than one hundred stores, predominantly supermarkets, which are in the process of being divested..

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of the Debtor:

Southern Asset Management, Inc.
6410 Polar Avenue, Suite 900
Memphis, Tennessee 38119

Pimco Equity Advisors, L.L.C.
1345 Avenue of the Americas
50th Floor
New York, NY 10105

Wasatch Advisors, Inc.
P.O. Box 2172
Milwaukee, Wisconsin 53201-2177

SLS Management, L.L.C.
140 West 57th Street, #7B
New York, NY 10019

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

SEE ATTACHED

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

SEE ATTACHED

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

1. In the Matter of Fleming Companies, Inc., United States Environmental Protection Agency Docket Nos. MM-05-2002-0002, CERCLA-05-2002-0002, EPCRA-05-2002-0010.

Fleming and the United States Environmental Protection Agency ("USEPA") recently agreed to a settlement in principle with respect to allegations made by USEPA in an amended complaint filed in the above administrative proceedings against Fleming. USEPA alleged that Fleming violated certain federal statutes and regulations by failing to timely submit certain annual reports required by those laws and by failing to timely notify and provide written follow-up reports concerning a release of ammonia from a Fleming distribution facility in Minneapolis, Minnesota. To resolve this matter, Fleming agreed without admitting liability to pay USEPA \$90,000 in civil penalties, to undertake certain training matters, to initiate certain preventive measures, and to update its emergency response plan. Fleming has signed and submitted the settlement documentation to USEPA.

2. Florida Petroleum Reprocessors Superfund Site (Florida)

Fleming has responded to two informational requests (the latest in December 2002) from USEPA concerning Fleming's generation of waste oil that was allegedly taken to the Florida Petroleum Reprocessors site, a former waste oil reprocessing site near Miami, Florida. The most recent information Fleming has concerning this matter indicates that (i) Fleming allegedly generated less than 0.2% of the total amount of waste oil taken to the site and (ii) the present value of the cost of USEPA's proposed plan for remediating contaminated soil, groundwater, and surface water at the site is less than \$20 million, although the estimated response cost will probably increase. To Fleming's knowledge, USEPA has not finalized its planned response to contamination at and in the vicinity of this site. Fleming does not have sufficient information to determine its exposure with respect to this site.

3. Warden Oil Site (Minnesota)

The Minnesota Pollution Control Agency ("MPCA") notified Fleming in September 1996 of Fleming's potential responsibility in connection with the release of hazardous substances from a used oil recycling center located in Minneapolis, Minnesota. MPCA has identified at least 1,900 parties who may have generated used oil (including Fleming) that was taken to the site. Fleming's alleged volumetric contribution represents only 0.484% of the total waste oil allegedly delivered to this site during the pertinent seven-year period being used by MPCA to determine volumetric allocations. Fleming has not received any further notification from MPCA concerning this site. At least \$750,000 has been incurred to date by MPCA in investigating and remediating contamination at this site, but Fleming is not aware of the estimated total cost of response this site.

UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

4. Lower Darby Creek Area Superfund Site (Pennsylvania)

In February 2002, Fleming responded to an information request from USEPA concerning Fleming's alleged generation of hazardous substances that were disposed of at a landfill at which USEPA is conducting a response action. Fleming has not been contacted by USEPA since Fleming's submission of its response. Fleming does not believe that it has any nexus with this site but, if such a nexus exists, Fleming believes that its potential exposure is *de minimis*.

5. R&H Superfund Site (Texas)

In the summer of 2001, Fleming received and responded to a request for information from USEPA with respect to this petroleum refining and waste oil reprocessing site in San Antonio, Texas. Based upon the information Fleming has reviewed, Fleming believes that its alleged volumetric contribution of waste oil to this site is *de minimis* in comparison to the total gallonage sent to the site. However, most generators of used oil taken to this site will be similarly situated. To Fleming's knowledge USEPA is continuing its investigation of this site. Fleming does not have sufficient information to determine its potential exposure with respect to this site.

Fleming may have been the recipient of inquiries involving environmental matters in the past that were conducted several years ago for which there has not been further inquiry or investigation by the applicable regulatory agency and for which Fleming considers the investigation to be inactive.

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Rider A

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

Fleming Companies, Inc.

ABCO Food Group, Inc.

ABCO Markets, Inc.

ABCO Realty Corp.

ASI Office Automation, Inc.

C/M Products, Inc.

Core-Mark International, Inc.

Core-Mark Interrelated Companies, Inc.

Core-Mark Mid-Continent, Inc.

Dunigan Fuels, Inc.

E.A. Morris Distributors, Ltd.

FAVAR Concepts, Ltd.

Fleming International, Ltd.

Fleming Supermarkets of Florida, Inc.

Fleming Transportation Service, Inc.

Food 4 Less Beverage Company, Inc.

FuelServ, Inc.

General Acceptance Corporation

Head Distributing Company

Marquise Ventures Company, Inc.

Minter-Weisman Co.

Piggly Wiggly Company

Progressive Realty, Inc.

Rainbow Food Group, Inc.

Retail Investments, Inc.

Retail Supermarkets, Inc.

RFS Marketing Services, Inc.

Richmar Foods, Inc.

Fleming Foods Management Co., L.L.C.

Fleming Foods of Texas, LP